

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION

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**IN RE:**

**RIGHT OF WAY MAINTENANCE  
EQUIPMENT COMPANY,**

**DEBTOR.**

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**Chapter 11**

**Case No. 09-35037**

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**ORDER APPROVING EMPLOYMENT OF  
PENDERGRAFT & SIMON, LLP AS SPECIAL LITIGATION COUNSEL**

Came on for consideration the Application of the Debtor to Employ Pendergraft & Simon, as Special Litigation Counsel (the “Application”) requesting authority to engage Pendergraft & Simon as counsel for the captioned Debtor in the above-captioned chapter 11 case. The Court, having reviewed the Application and the representations set forth therein, as well as the representations set forth in the Unsworn Declaration of Leonard H. Simon, and adequate notice of the Application having been given, is of the opinion that the relief requested in the Application should be granted. It is, therefore,

**ORDERED** that the Application is approved and the Debtor shall be, and hereby is, authorized to employ Pendergraft & Simon as Special Litigation Counsel in accordance with the terms and provisions of the Application; and it is further

**ORDERED** that the Court approves the designation of Robert L. Pendergraft as attorney-in-charge; and it is further

**ORDERED** that subject to further Court approval, Pendergraft & Simon, shall be compensated as provided for in the Application as an administrative priority expense claim in this case under Sections 503 and 330 of the Bankruptcy Code.

DATED this the \_\_\_\_\_ of September 2009.

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**HONORABLE KAREN K. BROWN**  
**UNITED STATES BANKRUPTCY JUDGE**